

# EXHIBIT 6-G



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**EMERGENCY MANAGER  
CITY OF DETROIT**

**ORDER No. 4**

**APPROVAL OF THE CONTRACT FOR PROFESSIONAL LEGAL  
SERVICES BETWEEN THE CITY OF DETROIT AND JONES DAY**

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BY THE AUTHORITY VESTED IN THE EMERGENCY MANAGER  
FOR THE CITY OF DETROIT  
PURSUANT TO MICHIGAN'S PUBLIC ACT 436 OF 2012,  
KEVYN D. ORR, THE EMERGENCY MANAGER,  
ISSUES THE FOLLOWING ORDER:

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*Whereas*, on April 16, 2013, the Detroit City Council voted to approve the Contract for Professional Legal Services Between the City of Detroit and Jones Day (including the related engagement letter between Jones Day and the City dates as of March 15, 2013, the "Jones Day Contract"); and

Pursuant to Emergency Manager Order No. 3, contracts entered into by the Detroit Mayor and City Council are not valid or effective unless and until approved by the Emergency Manager or his designee in writing; and

The Emergency Manager believes that, at the present time, retaining the law firm of Jones Day to perform the work necessary for restructuring planning and negotiations is in the best interest of the City of Detroit;

**It is hereby ordered that:**

1. The Jones Day Contract is approved in all respects.
2. Jones Day is authorized to perform work as restructuring counsel to the City on the terms set forth in the Jones Day Contract, effective as of March 15, 2013.

3. This Order is effective immediately upon the date of execution below.
4. This Order shall be distributed to the Mayor, City Council members and the City's Chief Financial Officer.
5. The Emergency Manager may modify, rescind, or replace this Order at any time.

Dated: April 23<sup>rd</sup>, 2013

By: 

Kevyn D. Orr  
Emergency Manager  
City of Detroit

cc: State of Michigan Department of Treasury  
Mayor David Bing  
Members of Detroit City Council

# EXHIBIT 6-H

Page 1	Page 3
<p>1 IN THE UNITED STATES BANKRUPTCY COURT</p> <p>2 EASTERN DISTRICT OF MICHIGAN</p> <p>3 SOUTHERN DIVISION</p> <p>4</p> <p>5 In re Chapter 9</p> <p>6 CITY OF DETROIT, MICHIGAN, Case No. 13-53846</p> <p>7 Debtor. Hon. Steven W. Rhodes</p> <p>8</p> <p>9 VIDEOTAPED DEPOSITION</p> <p>10</p> <p>11 DEPONENT: KEVYN ORR</p> <p>12 DATE: Monday, September 16, 2013</p> <p>13 TIME: 10:08 a.m.</p> <p>14 LOCATION: MILLER CANFIELD PADDOCK &amp; STONE PLC</p> <p>15 150 West Jefferson, Suite 2500</p> <p>16 Detroit, Michigan</p> <p>17 REPORTER: Jeanette M. Fallon, CRR/RMR/CSR-3267</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>	<p>1 APPEARANCES (continued):</p> <p>2</p> <p>3 LOWENSTEIN SANDLER LLP</p> <p>4 By: Sharon L. Levine</p> <p>5 65 Livingston Avenue</p> <p>6 Roseland, NJ 07068</p> <p>7 973.597.2374</p> <p>8 -and-</p> <p>9 AFSCME</p> <p>10 By: Michael L. Artz</p> <p>11 Tiffany Ricci</p> <p>12 1101 17th Street, NW</p> <p>13 Suite 900</p> <p>14 Washington, D.C. 20036</p> <p>15 202.775.5900</p> <p>16 Appearing on behalf of AFSCME</p> <p>17</p> <p>18 CLARK HILL PLC</p> <p>19 By: Jennifer K. Green</p> <p>20 500 Woodward Avenue, Suite 3500</p> <p>21 Detroit, MI 48226</p> <p>22 313.965.8274</p> <p>23 Appearing on behalf of Retirement Systems</p> <p>24</p> <p>25</p>
Page 2	Page 4
<p>1 APPEARANCES:</p> <p>2</p> <p>3 JONES DAY</p> <p>4 By: Gregory M. Shumaker</p> <p>5 Dan T. Moss</p> <p>6 51 Louisiana Avenue, NW</p> <p>7 Washington, D.C. 20001.2113</p> <p>8 202.879.3939</p> <p>9 Appearing on behalf of the Debtor</p> <p>10</p> <p>11 DENTONS</p> <p>12 By: Anthony B. Ullman</p> <p>13 620 Fifth Avenue</p> <p>14 New York, NY 10020.2457</p> <p>15 212.632.8342</p> <p>16 Appearing on behalf of Retirees Committee</p> <p>17</p> <p>18 COHEN WEISS AND SIMON LLP</p> <p>19 By: Peter D. DeChiara</p> <p>20 330 West 42nd Street</p> <p>21 New York, NY 10036.6979</p> <p>22 212.356.0216</p> <p>23 Appearing on behalf of UAW</p> <p>24</p> <p>25</p>	<p>1 APPEARANCES (continued):</p> <p>2</p> <p>3 WILLIAMS WILLIAMS RATTNER &amp; PLUNKETT PC</p> <p>4 By: Ernest J. Essad, Jr.</p> <p>5 380 N Old Woodward Ave Ste 300</p> <p>6 Birmingham, MI 48009</p> <p>7 248.642.0333</p> <p>8 Appearing on behalf of FGIC</p> <p>9</p> <p>10 SIDLEY AUSTIN LLP</p> <p>11 By: Guy S. Neal (appearing via LiveNote Streaming)</p> <p>12 1501 K St., NW</p> <p>13 Washington, D.C.</p> <p>14 202.736.8000</p> <p>15 Appearing on behalf of National Public Finance</p> <p>16 Guarantee Corp.</p> <p>17</p> <p>18 WINSTON &amp; STRAWN LLP</p> <p>19 By: Bianca M. Forde (appearing via LiveNote Streaming)</p> <p>20 200 Park Avenue</p> <p>21 New York, NY 10166.4193</p> <p>22 212.294.4733</p> <p>23 Appearing on behalf of Assured Guaranty Municipal</p> <p>24 Corp.</p> <p>25 ALSO PRESENT: Mark Meyers, videographer</p>



<p style="text-align: right;">Page 25</p> <p>1 or the city of Michigan (sic) about the possibility of 2 becoming Emergency Manager? 3 A. Absolutely not. 4 Q. And at the top it says, bet he asked if Kevyn could be 5 EM, and that in fact is why he was calling? 6 A. Yes, I see that. 7 Q. And then that's what happened? He did call and -- he 8 had called Corinne Ball to ask about you being the EM? 9 MR. SHUMAKER: Object to the form. 10 A. This document -- I don't know. My testimony is that I 11 believe Rich had called my managing partner, who was 12 Steve Brogan. I don't know if he called Corinne Ball. 13 This seems to be an email exchange between him and 14 Corinne Ball and then Heather Lennox and Amy Ferber. 15 Q. Okay, fair enough. But you recall around that day 16 someone telling you that Baird had called talking 17 about the EM position and then shortly thereafter you 18 in fact got a call; is that right? 19 MR. SHUMAKER: Object to the form. 20 A. Yeah. I don't know if it was -- it was soon 21 thereafter. I don't know if it was that specific day, 22 but it was soon thereafter. 23 Q. And you then got -- did you get a call from Mr. Baird 24 directly? 25 A. No.</p>	<p style="text-align: right;">Page 27</p> <p>1 Q. You've seen this email chain before, Mr. Orr? 2 A. Yes. 3 Q. And in fact you are on both emails; are you? 4 A. I think I wrote the top one. 5 Q. Okay. Now, what is the role of Jones Day at this 6 time? Does it have an official role with Detroit or 7 with the State of Michigan? 8 A. No, at this time, as far as I recall, Jones Day was a 9 candidate to be the attorneys for the City. 10 Q. Now, starting with the bottom email, this is from 11 Corinne Ball to you. 12 A. Yes. 13 Q. And she goes on to talk about food for thought for 14 your conversation with Baird. Obviously referring to 15 a conversation expected between you and Baird. She 16 makes reference to the Bloomberg Foundation and 17 talking about whether someone should ask Baird about 18 financial support for the project and in particular 19 the EM. Can you tell me what that's referring to? 20 A. This is Corinne's email to me and I think she was 21 talking in some form about the Bloomberg Foundation 22 supporting Detroit efforts with the EM. And I think 23 -- I don't know if in this email or subsequently said 24 something along the lines of I don't want anything to 25 be extraordinary, but I think at that point -- as I</p>
<p style="text-align: right;">Page 26</p> <p>1 Q. Who did you get a call from? 2 A. Steve Brogan. 3 Q. Okay, that's your managing partner? 4 A. Yes. 5 Q. And he told you that Baird wanted you to be the EM? 6 A. He told me that they had inquired whether I was 7 interested in applying to become the EM. 8 Q. Okay, and your response was? 9 A. No. 10 Q. Okay. And I take it there were further conversations? 11 A. Yes. That conversation was no. I did not want to 12 leave the firm and that we would tell them that. 13 Q. And did you have a conversation with Richard Baird 14 concerning the possibility of your becoming the EM on 15 or about this time frame at the end of January of 16 2013? 17 A. Yeah, I don't know if it was end of January, here 18 again being in February, but I recall having a 19 conversation with Rich Baird soon thereafter. 20 Q. Okay, let's look at the next document, which we'll 21 mark as Orr 2. 22 (Marked Exhibit No. 2.) 23 Q. What we've marked as Orr 2 is a document ending in 24 Bates number 303. 25 A. Yes.</p>	<p style="text-align: right;">Page 28</p> <p>1 said, on the 31st, so it wasn't on the 30th, it was 2 the 31st -- that I wasn't interested in the job. 3 Q. Do you know what financial support she's referring to? 4 Did you have a conversation with her about this? 5 A. He we did not have a -- well, we may have had a 6 subsequent conversation about financial support. We 7 -- I don't want to speculate but there may have been a 8 conversation about supplementing the EM salary. 9 Q. An additional salary that would be funded privately? 10 Is that what you're saying? 11 A. Yeah, I think the statute allows the EM to have 12 additional compensation and that may have been what 13 this was referring to or it may have been about the 14 Bloomberg Foundation helping Detroit directly. I'm 15 not sure, but there may have been that discussion. 16 That seems to remind me of something along those 17 lines. 18 Q. The next statement from -- or the last sentence in 19 Ms. Ball's email says, I can ask Harry for contact 20 information. This kind of support in ways 21 nationalizes the issue in the project. 22 Do you have an understanding of what she's 23 referring to? 24 A. I do not. 25 Q. You don't know what she meant when she said -- she</p>



<p style="text-align: right;">Page 225</p> <p>1 said before, I think my family and I were out that</p> <p>2 preceding Friday, Saturday and Sunday and we actually</p> <p>3 ran into the governor's family coming onto the island</p> <p>4 I believe that Sunday so I don't think we had that</p> <p>5 meeting that week so it may have actually been the</p> <p>6 following week.</p> <p>7 Q. Meaning sometime during the week of July 15th?</p> <p>8 A. No, or the end of --</p> <p>9 Q. So it was during --</p> <p>10 A. -- the week of the 8th. The 8th. But I did not have</p> <p>11 a meeting with the governor that week.</p> <p>12 Q. Well --</p> <p>13 A. Now that I look at the calendar.</p> <p>14 Q. Okay.</p> <p>15 A. Okay.</p> <p>16 Q. So just to clarify, it appears more likely than not</p> <p>17 that you did not have a meeting between you and the</p> <p>18 governor the week of July 8th but your understanding</p> <p>19 is that during the week of July 8th, probably the</p> <p>20 latter part of that week, somebody on behalf of the</p> <p>21 Emergency Manager let the governor or the state know</p> <p>22 that you were drafting or starting to draft the July</p> <p>23 16th request and that you had concerns about the</p> <p>24 Flower s/Webster litigations?</p> <p>25 A. Yeah, and here again, I don't know if so much concerns</p>	<p style="text-align: right;">Page 227</p> <p>1 A. Yes, July 18th.</p> <p>2 Q. -- did Lamont Satchel have any meetings with the labor</p> <p>3 organizations?</p> <p>4 A. Do I know? I know that during this time the CBAs,</p> <p>5 some of the City's Collective Bargaining Agreements</p> <p>6 were expiring and I believe that Lamont did have</p> <p>7 meetings during that time not just related with that</p> <p>8 but with other issues as well.</p> <p>9 Q. During your prior testimony -- and I apologize for</p> <p>10 skipping around, but I don't want to duplicate what's</p> <p>11 already been done.</p> <p>12 A. That's okay.</p> <p>13 Q. You spoke about Jones Day doing a presentation or</p> <p>14 interview to the state back in January, the end of</p> <p>15 February.</p> <p>16 A. Yeah, the documents I was shown this morning would</p> <p>17 make it January.</p> <p>18 Q. And with whom did Jones Day meet at that time, who</p> <p>19 physically was in the room?</p> <p>20 A. Treasurer Dillon, then CFO Jack Martin, Rich Baird,</p> <p>21 Kriss Andrews, Ken Buckfire and one of his colleagues.</p> <p>22 Q. Any other outside consultants besides Miller Buckfire?</p> <p>23 A. Well, Rich Baird is on contract to the state, but I</p> <p>24 don't -- I think -- I don't recall if Ernst &amp; Young</p> <p>25 was there. There was a member of the financial</p>
<p style="text-align: right;">Page 226</p> <p>1 -- it wasn't like we were focused on Flowers/Webster,</p> <p>2 we were saying in the universe of the world that</p> <p>3 litigation, whatever name, and the Syncora struggle,</p> <p>4 were creating a situation that was untenable and</p> <p>5 threatening what we had wanted to do.</p> <p>6 Q. Lamont Satchel.</p> <p>7 A. Yes.</p> <p>8 Q. He's your -- what's his title?</p> <p>9 A. He is the, I believe, labor negotiator for the City.</p> <p>10 Q. And what's his scope of authority?</p> <p>11 A. His scope of authority initially as labor negotiator</p> <p>12 was to oversee, monitor and lead labor relationships</p> <p>13 with the City and its labor partners.</p> <p>14 Q. And to whom -- and who is his direct report?</p> <p>15 A. At this point Lamont's direct report -- well, it is --</p> <p>16 the org chart is being revised, but his direct report</p> <p>17 would have been to the chief operating officer.</p> <p>18 Q. And who was that?</p> <p>19 A. At that time it would have been Gary Brown.</p> <p>20 Q. And who is it today?</p> <p>21 A. It still goes through Gary Brown, but I am intimately</p> <p>22 involved with the process.</p> <p>23 Q. And do you know whether or not during the month of</p> <p>24 June prior and up through -- starting with June 1</p> <p>25 through July 18th --</p>	<p style="text-align: right;">Page 228</p> <p>1 advisory board.</p> <p>2 Q. Do you recall who that was?</p> <p>3 A. As soon as you said that, it went out of my head.</p> <p>4 Very, very sharp, as -- Ken -- Ken Whipple was there.</p> <p>5 I'm just going through the room. Andy, Ken Whipple,</p> <p>6 Jack Martin, Kriss Andrews, Rich Baird. That's all</p> <p>7 that I recall off the top of my head and Miller</p> <p>8 Buckfire and one of his colleagues.</p> <p>9 Q. And who was there from Jones Day?</p> <p>10 A. Aaron Agenbroad -- they were all partners. Aaron</p> <p>11 Agenbroad, Bruce Bennett, Heather Lennox, myself,</p> <p>12 Corinne Ball, Steve Brogan, and I think that was -- I</p> <p>13 think that was our team.</p> <p>14 Q. What was Aaron's last name again?</p> <p>15 A. Agenbroad, A-G-E-N-B-R-O-A-D.</p> <p>16 Q. What department is he in?</p> <p>17 A. Aaron Agenbroad is a partner in charge of the</p> <p>18 San Francisco office. He is in the labor.</p> <p>19 Q. He's in the labor group?</p> <p>20 A. Uh-huh.</p> <p>21 Q. Corinne, all the rest of the attorneys on the team</p> <p>22 were bankruptcy?</p> <p>23 A. No. Bruce Bennett is in the bankruptcy group.</p> <p>24 Corinne Ball was in the bankruptcy group. Heather</p> <p>25 Lennox is in the structured finance and bankruptcy.</p>



# EXHIBIT 6-I



UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION - DETROIT

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In re: Chapter 9  
CITY OF DETROIT, MICHIGAN, Case No. 13-53846  
Debtor, Hon. Steven W. Rhodes  
-----

V I D E O T A P E D D E P O S I T I O N O F

WITNESS: GOVERNOR RICHARD D. SNYDER

LOCATION: The Romney Building  
111 S. Capitol Avenue  
Lansing, Michigan

DATE: Wednesday, October 9, 2013  
8:38 a.m.

APPEARANCES:  
FOR PLAINTIFFS FLOWERS:

LAW OFFICE OF WILLIAM A. WERTHEIMER  
30515 Timberbrook Lane  
Bingham Farms, Michigan 48025  
248.644.9200  
billwertheimer@gmail.com  
BY: WILLIAM A. WERTHEIMER (P26275)

FOR INTERNATIONAL UNION, UAW:

COHEN, WEISS and SIMON, LLP  
330 West 42nd Street  
New York, New York 10036-6976  
212.563.4100  
pdechiara@cwsny.com  
BY: PETER D. DeCHIARA, ESQUIRE

FOR THE RETIREES COMMITTEE:

DENTONS US LLP  
1221 Avenue of the Americas  
New York, New York 10020-1089  
212.768.6881  
arthur.ruegger@dentons.com  
BY: ARTHUR H. RUEGGER, ESQUIRE

09:17:33 1 Q. From June 2012 through the present, does Jones Day  
09:17:43 2 provide any services or is it retained or an  
09:17:47 3 approved attorney for the State?

09:17:51 4 A. I don't know. My understanding is Jones Day's  
09:17:55 5 relationship is with the City of Detroit.

09:17:57 6 Q. Did you ever consider disqualifying either Jones Day  
09:18:03 7 or Kevyn Orr because Kevyn Orr was a partner at  
09:18:05 8 Jones Day?

09:18:06 9 A. They were separate processes. That the City of  
09:18:11 10 Detroit was making a determination to retain Jones  
09:18:14 11 Day, and they were making that through their own  
09:18:17 12 decision-making processes.

09:18:17 13 We were looking for candidates for  
09:18:21 14 emergency manager, and we specifically asked  
09:18:22 15 permission if we could contact Kevyn Orr and have  
09:18:25 16 that discussion. So I viewed them as separate  
09:18:26 17 discussions.

09:18:27 18 Q. Did you ever consider that the close relationship  
09:18:29 19 between Kevyn Orr and Jones Day created a conflict  
09:18:33 20 or appearance of conflict?

09:18:35 21 A. Kevyn Orr, part of the requirement was is he  
09:18:36 22 resigned as a partner and severed his ties with the  
09:18:39 23 firm as part of becoming emergency manager to avoid  
09:18:42 24 any conflict of interest.

09:18:43 25 Q. Well, were you concerned that he might be

# EXHIBIT 6-J

UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION - DETROIT

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In re: Chapter 9  
CITY OF DETROIT, MICHIGAN, Case No. 13-53846  
Debtor, Hon. Steven W. Rhodes  
-----

V I D E O T A P E D D E P O S I T I O N O F

WITNESS: RICHARD BAIRD

LOCATION: Dickinson Wright, PLLC  
215 South Washington Street, Suite 200  
Lansing, Michigan 48933

DATE: Thursday, October 10, 2013  
1:56 p.m.

APPEARANCES:  
FOR PLAINTIFFS FLOWERS:

LAW OFFICE OF WILLIAM A. WERTHEIMER  
30515 Timberbrook Lane  
Bingham Farms, Michigan 48025  
248.644.9200  
billwertheimer@gmail.com  
BY: WILLIAM A. WERTHEIMER (P26275)

FOR INTERNATIONAL UNION, UAW:

COHEN, WEISS and SIMON, LLP  
330 West 42nd Street  
New York, New York 10036-6976  
212.563.4100  
pdechiara@cwsny.com  
BY: PETER D. DeCHIARA, ESQUIRE

FOR THE RETIREES COMMITTEE:

DENTONS US LLP  
1221 Avenue of the Americas  
New York, New York 10020-1089  
212.768.6881  
arthur.ruegger@dentons.com  
BY: ARTHUR H. RUEGGER, ESQUIRE

02:09:54 1 all, let me say that this was not a formal pitch.  
02:10:00 2 This meeting was set up to provide the City, the  
02:10:06 3 emergency -- I'm sorry, the program management  
02:10:08 4 director and the CFO with some parameters associated  
02:10:13 5 with what needs to be going into an RFP that had yet  
02:10:18 6 to be completed.

02:10:19 7 So this was simply bringing together a  
02:10:22 8 number of law firms with relevant experience to  
02:10:27 9 discuss things that the City should contemplate  
02:10:30 10 keeping in mind for a future RFP.

02:10:34 11 Q. Okay. Before I -- I have a -- I had asked you a  
02:10:38 12 question about what was said by the Jones Day  
02:10:41 13 people, but before I ask you that, let me ask you do  
02:10:44 14 you know whether Jones Day provided any services  
02:10:47 15 paid or unpaid or legal advice to the State prior --  
02:10:58 16 at any time prior to this meeting?

02:11:00 17 A. I don't know. I was not aware of any such services  
02:11:05 18 provided.

02:11:06 19 Q. Okay. All right. So what's the best of your  
02:11:08 20 recollection of what the Jones Day people said at  
02:11:12 21 the meeting?

02:11:12 22 A. Well, they went through this presentation.

02:11:15 23 Q. You're referring to Exhibit 1?

02:11:17 24 A. Exhibit 1.

02:11:17 25 Q. Okay.

# EXHIBIT 6-K

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION

IN RE: CITY OF DETROIT, . Docket No. 13-53846  
MICHIGAN, .  
Debtor. . Detroit, Michigan  
September 19, 2013  
3:00 p.m.

. . . . .  
HEARING RE. MOTION BY OFFICIAL COMMITTEE OF RETIREES TO  
STAY DEADLINES AND THE HEARINGS CONCERNING A DETERMINATION  
OF ELIGIBILITY PENDING DECISION ON MOTION TO WITHDRAW THE  
REFERENCE; MICHIGAN COUNCIL 25 OF THE AMERICAN FEDERATION OF  
STATE, COUNTY AND MUNICIPAL EMPLOYEES, AFL-CIO, AND  
SUB-CHAPTER 98, CITY OF DETROIT RETIREES' MOTION TO COMPEL  
TESTIMONY OF KEVYN ORR AND ALL OTHER CITY AND STATE WITNESSES  
REGARDING CITY-STATE COMMUNICATIONS PRIOR TO JULY 17, 2013  
BEFORE THE HONORABLE STEVEN W. RHODES  
UNITED STATES BANKRUPTCY COURT JUDGE

APPEARANCES:

For the Debtor: Jones Day  
By: BRUCE BENNETT  
555 South Flower Street, Fiftieth Floor  
Los Angeles, CA 90071-2452  
(213) 243-2382

For the State of Dickinson Wright, PLLC  
Michigan: By: STEVEN G. HOWELL  
500 Woodward Avenue, Suite 4000  
Detroit, MI 48226-3425  
(313) 223-3033

For Official Dentons  
Committee of By: CLAUDE D. MONTGOMERY  
Retirees: 620 Fifth Avenue  
New York, NY 10020  
(212) 632-8390

For AFSCME, Lowenstein Sandler, LLP  
AFL-CIO, and Sub- By: SHARON L. LEVINE  
Chapter 98, City 65 Livingston Avenue  
of Detroit Roseland, NJ 07068  
Retirees: (973) 597-2374

1 eligibility that the UAW has filed and that other parties  
2 have filed in this case, so the scope of that exception is  
3 very critical because what -- it seems from our perspective  
4 that what is the common interest here is in shielding those  
5 discussions, in shielding those directions, in shielding the  
6 course of action that was decided upon.

7           Second point that I just wanted to briefly make is  
8 that this issue is not only with respect to a dozen questions  
9 that were raised at Mr. Orr's deposition. Reference was made  
10 earlier to document production in this case. Last Friday we  
11 received literally tens of thousands of pages of documents  
12 that were produced by the city on an expedited basis.  
13 Obviously we have not received a privilege log. One could  
14 not expect that. However, I would expect, based on the  
15 position that the city has taken, that that log is going to  
16 be very long and detailed indeed because we are certain that  
17 there are multiple documents, e-mail communications, memos,  
18 other things that would have passed between these parties  
19 that would be comprised by this, so it's not just a question  
20 of a discrete number of questions asked in a deposition. It  
21 really goes to the heart and soul of the eligibility  
22 objections that have been raised. Thank you.

23           THE COURT: Thank you.

24           MS. GREEN: I will also be brief. Jennifer Green on  
25 behalf of the General and Police and Fire Retirement Systems.



1 Speaking of the privilege log, there was a privilege log  
2 produced on Friday, September 13th. There were just under  
3 11,000 documents that are claimed to be privileged. Out of  
4 those 11,000 documents, we have so far determined that there  
5 are roughly 400 to 600 documents that they are claiming are  
6 protected by the common interest privilege.

7           On Monday, during Mr. Orr's deposition, the city  
8 appeared to limit this common interest privilege to -- and  
9 I'm going to quote from the deposition -- "what Mr. Orr has  
10 been doing since he became emergency manager where there was  
11 a common interest between the state and the emergency  
12 manager's office," and I believe today counsel limited it to  
13 that as well. And we all know the emergency manager was not  
14 appointed until March of 2013. The Chapter 9 proceeding  
15 obviously began in July of 2013. The privilege log, however,  
16 asserts the common interest privilege as far back as December  
17 15th of 2011, well before the emergency manager was ever  
18 appointed, and so that raises a concern about whether or not  
19 this privilege is being abused and whether it's being  
20 asserted too broadly.

21           Today in the papers filed by the city they have  
22 characterized the common interest between the city and the  
23 state as, quote, "they share a common interest in rectifying  
24 the financial emergency of the city," which may be a  
25 political or may be a commercial interest, but I don't think

1     that that's necessarily a legal interest that they share in  
2     common.

3             The other thing that's of concern is in the  
4     privilege log these communications are -- there are some that  
5     are without any counsel between -- it'll be, for instance,  
6     Andy Dillon, the state treasurer, or Richard Baird, who is  
7     not even a state employee. My understanding is he is a  
8     consultant who is -- has some sort of contract with either  
9     the State of Michigan or with the governor, and he's all of a  
10    sudden part of this common interest privilege, so that is our  
11    concern. And while we concur with AFSCME's motion and  
12    support the relief requested today, there may be another  
13    issue relating to these documents that may need to be raised  
14    with the Court at an appropriate time, and we would like to  
15    ask that today's ruling perhaps be without prejudice in case  
16    we need to file a motion to compel on the documents  
17    themselves. We would obviously like to raise the issue with  
18    the city. Perhaps we can work something out without having  
19    to involve the Court --

20            THE COURT: Okay.

21            MS. GREEN: -- before that. One last thing  
22    dovetailing with what the UAW mentioned. There is a Sixth  
23    Circuit case called Reed versus Baxter -- it's 134 F.3d 351,  
24    1998 case -- that talks about the need to prevent the abuse  
25    of the attorney-client privilege where it is a governmental

1 entity or a governmental actor that is asserting it. And in  
2 that case they say that courts and commentators have  
3 cautioned against broadly applying the privilege to  
4 governmental entities. The recognition of a governmental  
5 attorney-client privilege imposes the same costs as are  
6 imposed in the application of the corporate privilege but  
7 with an added disadvantage. The governmental privilege  
8 stands squarely in conflict with a strong public interest in  
9 open and honest government. And that's sort of what we face  
10 here is, you know, we have questions about decisions that  
11 were made the day of the filing, and we asked questions about  
12 were contingencies discussed, did you and the governor have a  
13 meeting on July 18th, and they said, "Well, counsel was  
14 there. We're not answering."

15 THE COURT: No, but pause there. Does that Sixth  
16 Circuit case impose any identifiable functional restriction  
17 on the attorney-client privilege in the context of a  
18 governmental officer claiming it?

19 MS. GREEN: In that case it was -- I believe there  
20 was a city council member and another officer of the city,  
21 and the Court said your legal interests were not identical.  
22 They were not aligned. And in this case, even if their  
23 political or maybe commercial interests were aligned, it's  
24 not necessarily clear that their legal interests were  
25 aligned, and that would be our objection.

# EXHIBIT 6-L

COHEN  
WEISS  
AND  
SIMON  
October 2, 2013<sup>LP</sup>

Thomas N. Ciantra, Partner  
Tel: 212.356.0228  
Fax: 646.473.8228  
Cell: 917.748.9423  
tciantra@cwsny.com  
www.cwsny.com

330 West 42nd Street • New York, NY 10036-6979

By E-mail

Bruce Bennett, Esq.  
Jones Day  
555 South Flower Street, 50<sup>th</sup> Floor  
Los Angeles, California 90071

Re: In re City of Detroit

Dear Mr. Bennett:

Pursuant to Local Rule 7.1 of the U.S. District Court for the Eastern District of Michigan and Local Bankruptcy Rule 9014-1(g), I write to advise that International Union, United Automobile Workers ("UAW") intends to file a motion to compel discovery of certain documents identified on the privilege log accompanying the City of Detroit's document production and to seek to narrow the potential issues or documents that would be involved in such a motion. Because of the exigent schedule, UAW requests that the City respond to this correspondence by October 7, 2013.

The City has withheld numerous documents under an assertion of a Common Interest privilege with the State of Michigan. In opposition to the motion of Michigan Council 25 of the American Federation of State, County and Municipal Employees, AFL-CIO and Sub-Chapter 98, City of Detroit Retirees' Motion To Compel Testimony of Kevyn Orr and All Other City and State Witnesses Regarding City-State Communications Prior To July 17, 2013 (the "AFSCME Motion"), the City and the State entered into a common interest agreement "at the time of the appointment of the Emergency Manager" (§10) and that "pursuant to PA 436, the City, acting through its Emergency Manager, and State share the same legal interest in 'rectify[ing] the financial emergency' and 'assur[ing] the fiscal accountability' of the City during the Emergency Manager's term of service." (§11).

The September 12, 2013 Common Interest Agreement recites that "on or around the appointment of the Emergency Manager" the City and State entered into a verbal common interest agreement. In its opposition to the AFSCME Motion, the City notes that "Mr. Orr was appointed to the position of "emergency financial manager" for the City by the Local Emergency Financial Assistance Loan Board created under the Emergency Municipal Loan Act, M.C.L. §§ 141.931-141.942, on March 15, 2013, pursuant to Public Act 72 of 1990 of the State of Michigan, also known as the Local Government Fiscal Responsibility Act, M.C.L. §§ 141.1201-141.1291. Mr. Orr formally took office as the emergency financial manager for the City under PA 72 on March 25, 2013."



Accordingly, and at a minimum, documents which antedate March 15, 2013, cannot be covered by the common interest privilege with the State that the City has asserted here. Yet, the privilege log produced with the documents identifies a number of documents dated before March 15, 2013, on which common interest privilege is asserted. UAW requests production of these documents, to wit:

PRIV0349	PRIV10606	PRIV7273	PRIV8825	PRIV8923
PRIV0405	PRIV10621	PRIV7274	PRIV8826	PRIV8924
PRIV0484	PRIV10629	PRIV7280	PRIV8841	PRIV8925
PRIV0565	PRIV10645	PRIV7283	PRIV8898	PRIV8926
PRIV10482	PRIV2930	PRIV7284	PRIV8900	PRIV8931
PRIV10483	PRIV2931	PRIV7287	PRIV8901	PRIV9732
PRIV10509	PRIV3401	PRIV7289	PRIV8902	PRIV9733
PRIV10544	PRIV7219	PRIV7571	PRIV8903	PRIV9749
PRIV10556	PRIV7220	PRIV7596	PRIV8904	PRIV9830
PRIV10557	PRIV7232	PRIV8784	PRIV8905	PRIV4959
PRIV10568	PRIV7242	PRIV8823	PRIV8906	
PRIV10592	PRIV7268	PRIV8824	PRIV8910	

Attachment A to this letter are the entries on the City's privilege log for the above items.

In addition, the City has claimed attorney-client privilege for a host of documents to or from Jones Day which antedate Jones Days' retention by the City of Detroit which we understand to have been March 11, 2013. The possible basis for the assertion of privilege in the case of these documents (most of which are dated 2012) is not clear and we would request their production:

PRIV2930	PRIV2931	PRIV5630	PRIV0414	PRIV0411	PRIV0408
PRIV0407	PRIV9749	PRIV0405	PRIV0399	PRIV0400	PRIV0397
PRIV0398	PRIV0395	PRIV9745	PRIV0394	PRIV0386	PRIV0388
PRIV0378	PRIV0380	PRIV0381	PRIV0382	PRIV0383	PRIV9742
PRIV0375	PRIV0376	PRIV0377	PRIV0373	PRIV9739	PRIV9740
PRIV0369	PRIV0370	PRIV0371	PRIV0372	PRIV9738	PRIV0359
PRIV0348	PRIV0349	PRIV0565	PRIV0566	PRIV0344	PRIV0342
PRIV0335	PRIV0340	PRIV0339	PRIV9731	PRIV0333	PRIV5755
PRIV5968	PRIV9726	PRIV0321	PRIV0322	PRIV9719	PRIV9720
PRIV5698	PRIV5710	PRIV0267	PRIV0523	PRIV0524	PRIV5662
PRIV5663	PRIV5664	PRIV5665	PRIV0308	PRIV0310	PRIV5658
PRIV5660	PRIV0521	PRIV0519	PRIV0520	PRIV0517	PRIV0505
PRIV0506	PRIV0507	PRIV0508	PRIV0509	PRIV0511	PRIV0512
PRIV0513	PRIV0514	PRIV5656	PRIV0301	PRIV0302	PRIV0303
PRIV0304	PRIV0305	PRIV0306	PRIV0307	PRIV9692	PRIV0298
PRIV0502	PRIV5652	PRIV0297	PRIV0494	PRIV0496	PRIV0497

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October 2, 2013  
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COHEN  
WEISS  
AND  
SIMON  
LLP

PRIV0498	PRIV0499	PRIV0555	PRIV0551	PRIV0553	PRIV5649
PRIV5650	PRIV0296	PRIV0493	PRIV9672	PRIV9685	PRIV4890
PRIV0277	PRIV5637	PRIV9661	PRIV9664	PRIV9667	PRIV9660

Attachment B to this letter are the entries on the City's privilege log for the above items.

With respect to a number of other documents identified on the privilege log where common interest privilege is asserted there is insufficient detail for UAW to determine whether the privilege is properly invoked. With respect to the following, no attorney is identified in connection with the document:

PRIV0020	PRIV3012	PRIV4334	PRIV7284	PRIV8416
PRIV0081	PRIV3084	PRIV4335	PRIV7287	PRIV8417
PRIV0086	PRIV3118	PRIV4336	PRIV7289	PRIV8418
PRIV0093	PRIV3142	PRIV4338	PRIV7516	PRIV8419
PRIV0224	PRIV3144	PRIV4403	PRIV7523	PRIV8420
PRIV0458	PRIV3165	PRIV4406	PRIV7524	PRIV8450
PRIV0732	PRIV3185	PRIV4407	PRIV7525	PRIV8530
PRIV0979	PRIV3208	PRIV4423	PRIV7540	PRIV8531
PRIV0980	PRIV3210	PRIV4424	PRIV7566	PRIV8532
PRIV0981	PRIV3211	PRIV4427	PRIV7567	PRIV8542
PRIV10423	PRIV3236	PRIV4461	PRIV7569	PRIV8543
PRIV10635	PRIV3276	PRIV4490	PRIV7674	PRIV8544
PRIV10636	PRIV3332	PRIV6275	PRIV7679	PRIV8567
PRIV10637	PRIV3333	PRIV6483	PRIV7813	PRIV8636
PRIV10730	PRIV3368	PRIV6569	PRIV7814	PRIV8647
PRIV10767	PRIV3415	PRIV6601	PRIV8005	PRIV8664
PRIV10800	PRIV3428	PRIV6645	PRIV8006	PRIV8664
PRIV10801	PRIV3460	PRIV7121	PRIV8152	PRIV8666
PRIV10802	PRIV3602	PRIV7165	PRIV8153	PRIV8667
PRIV10803	PRIV3765	PRIV7173	PRIV8220	PRIV8668
PRIV10804	PRIV3795	PRIV7221	PRIV8223	PRIV8694
PRIV10805	PRIV3798	PRIV7228	PRIV8390	PRIV8695
PRIV10848	PRIV3979	PRIV7234	PRIV8391	PRIV8696
PRIV1351	PRIV3981	PRIV7242	PRIV8393	PRIV8713
PRIV1527	PRIV3991	PRIV7247	PRIV8405	PRIV8823
PRIV2315	PRIV4022	PRIV7248	PRIV8406	PRIV8825
PRIV2316	PRIV4066	PRIV7253	PRIV8407	PRIV8826
PRIV2317	PRIV4079	PRIV7260	PRIV8411	PRIV8890
PRIV2744	PRIV4183	PRIV7267	PRIV8412	PRIV8894
PRIV2750	PRIV4230	PRIV7268	PRIV8413	PRIV8900
PRIV2944	PRIV4233	PRIV7274	PRIV8414	PRIV8901
PRIV2982	PRIV4266	PRIV7283	PRIV8415	PRIV8902

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PRIV8903	PRIV8905	PRIV8907	PRIV9018	PRIV9442
PRIV8904	PRIV8906	PRIV8932	PRIV9355	

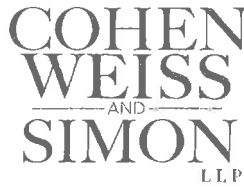
Attachment C to this letter are the entries on the City's privilege log for the above items.

With respect to the following documents no source or recipient of the document is identified:

PRIV0088	PRIV10627	PRIV8637
PRIV0089	PRIV10628	PRIV8639
PRIV0090	PRIV10631	PRIV8648
PRIV0094	PRIV10632	PRIV8650
PRIV0094	PRIV1955	PRIV8699
PRIV0450	PRIV2697	PRIV8700
PRIV0451	PRIV2698	PRIV8785
PRIV0484	PRIV3060	PRIV8824
PRIV10454	PRIV3401	PRIV8895
PRIV10500	PRIV3417	PRIV8954
PRIV10509	PRIV4416	PRIV8955
PRIV10510	PRIV5371	PRIV9443
PRIV10518	PRIV5372	PRIV9733
PRIV10519	PRIV6131	PRIV9750
PRIV10523	PRIV6139	
PRIV10524	PRIV6232	
PRIV10526	PRIV6315	
PRIV10527	PRIV6390	
PRIV10545	PRIV6984	
PRIV10546	PRIV7148	
PRIV10553	PRIV7225	
PRIV10554	PRIV7505	
PRIV10563	PRIV7571	
PRIV10564	PRIV7602	
PRIV10566	PRIV7680	
PRIV10567	PRIV8008	
PRIV10597	PRIV8339	
PRIV10598	PRIV8399	
PRIV10599	PRIV8431	
PRIV10600	PRIV8432	
PRIV10612	PRIV8433	
PRIV10613	PRIV8534	
PRIV10614	PRIV8535	
PRIV10625	PRIV8537	
PRIV10626	PRIV8538	







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October 2, 2013  
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Attachment D to this letter are the entries on the City's privilege log for the above items. In some of these cases the document description notes that it discusses or contains a privileged communication but it does not identify the participants in that communication. In such cases we would ask that the attorney involved be identified and the documents be produced redacting the material the City contends is privileged.

Our review of the privilege log has been complicated by the fact that while the City has produced a number of documents with redactions, it has not cross referenced the Bates number on the production to the item numbers on the privilege log. Thus, it is not clear (in many cases) the bases for the redaction. Please provide us with a log with the necessary cross-references.

I look forward to reviewing your response.

Very truly yours,

A handwritten signature in black ink, appearing to read "Thomas N. Ciantra".

Thomas N. Ciantra

TNC:vlf  
Enclosures

# EXHIBIT 6-M

<p>1 UNITED STATES BANKRUPTCY COURT 2 EASTERN DISTRICT OF MICHIGAN 3 SOUTHERN DIVISION 4 -----X 5 IN RE ) Chapter 9 6 CITY OF DETROIT, MICHIGAN, ) Case No. 13-53846 7 Debtor. ) Hon. Steven W. Rhodes 8 -----X 9 10 11 CONTINUED VIDEOTAPED DEPOSITION of 12 KEYVN D. ORR 13 Volume II 14 Washington, D.C. 15 Friday, October 4, 2013 16 17 18 Pages: 308 - 496 19 Reported by: Cindy L. Sebo, RMR, CSR, RPR, CRR, 20 CCR, CLR, RSA 21 Assignment Number: 14008 22 File Number: 105824</p>	<p>Page 308</p> <p>1 APPEARANCES: 2 3 JONES DAY 4 For the Debtor: 5 51 Louisiana Avenue, Northwest 6 Washington, D.C. 20001-2113 7 202.879.3939 8 BY: GREGORY M. SHUMAKER, ESQUIRE 9 gshumaker@jonesday.com 10 BY: DAN T. MOSS, ESQUIRE 11 dtmoss@jonesday.com 12 13 DENTONS US LLP 14 For the Retirees Committee: 15 1221 Avenue of the Americas 16 New York, New York 10020-1089 17 212.632.8342 18 BY: ANTHONY B. ULLMAN, ESQUIRE 19 anthony.ullman@dentons.com 20 21 22</p> <p>Page 310</p>
<p>1 October 4, 2013 2 11:11 a.m. 3 4 5 Continued Videotaped Deposition of KEYVN D. 6 ORR held at the law offices of: 7 8 9 Jones Day 10 51 Louisiana Avenue, Northwest 11 Washington, D.C. 20001 12 13 14 15 16 Pursuant to notice, before Cindy L. Sebo, 17 Registered Merit Reporter, Certified Shorthand 18 Reporter, Registered Professional Reporter, 19 Certified Real-Time Reporter, Certified Court 20 Reporter, Certified LiveNote Reporter, Real-Time 21 Systems Administrator, a Notary Public in and for 22 the District of Columbia.</p>	<p>Page 309</p> <p>1 APPEARANCES (Continued): 2 3 LOWENSTEIN SANDLER LLP 4 For the AFSCME: 5 65 Livingston Avenue 6 Roseland, New Jersey 07068 7 973.597.2374 8 BY: SHARON L. LEVINE, ESQUIRE 9 slevine@lowenstein.com 10 11 COHEN, WEISS AND SIMON LLP 12 For the United Auto Workers Union: 13 330 West 42nd Street 14 New York, New York 10036-6979 15 212.356.0216 16 BY: PETER D. DECHIARA, ESQUIRE 17 pdechiara@cwsny.com 18 19 20 21 22</p> <p>Page 311</p>

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1 A. Okay.  
2 Q. Okay.  
3 And then the other question I have  
4 for you -- this is referring to the unfunded  
5 pension liability --  
6 A. Um-hum.  
7 Q. -- you're also familiar with the  
8 medical benefits for retirees --  
9 A. Yes.  
10 Q. -- the health -- and I think that's  
11 sometimes referred to as OPEB?  
12 A. Yes, other [sic] employee benefits.  
13 Q. Okay. And for the OPEB is -- are --  
14 is the -- is the situation similar that some  
15 amount of the total OPEB liability that the City  
16 faces is allocable to sources other than the  
17 general fund?  
18 A. You -- you know, I think it is; but  
19 I'm not recalling that mechanism as well as I  
20 recall the pension mechanism, but I think it is.  
21 Q. Okay. And would then some portion of  
22 the total OPEB unfunded liability be allocable

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1 also to the Department of Water and Sewer to their  
2 retirees?  
3 A. It might well be, but I'd need to  
4 confirm that.  
5 Q. Okay. And have you done any analysis  
6 of that question?  
7 A. Yes --  
8 Q. Okay.  
9 A. -- well, our contractors have done an  
10 analysis of the question.  
11 Q. Okay. And who specifically has done  
12 an analysis of that?  
13 A. Oh, I think our team at -- the entire  
14 team: Conway MacKenzie, Ernst & Young,  
15 Miller Buckfire.  
16 Q. And do you recall their general  
17 conclusions to what percentage of the total  
18 unfunded OPEB liability is allocable to the -- A,  
19 to the Department of Water of Sewer; or, B, some  
20 other fund or entity apart from the general fund?  
21 A. I'm -- I'm not -- I don't recall if  
22 it is, and I don't recall the percentage.

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1 MR. ULLMAN: Okay. Could I ask for  
2 any documents relating to that to be produced,  
3 Greg?  
4 MR. SHUMAKER: You can certainly put  
5 that in writing and look into it. I'm pretty sure  
6 that that has already been produced, but we'll  
7 certainly look into it.  
8 MR. ULLMAN: Okay.  
9 I don't believe I have anything else,  
10 so --  
11 THE WITNESS: Okay.  
12 MR. ULLMAN: -- anything further  
13 from -- no.  
14 MR. DECHIARA: I think Jennifer  
15 Green.  
16 MR. ULLMAN: Jennifer, are you there?  
17 MS. GREEN: No.  
18 MR. ULLMAN: Okay.  
19 MS. GREEN: My turn?  
20 MR. ULLMAN: Yeah, if you are  
21 ready -- if you have questions and you want to go.  
22 MS. GREEN: I literally have a

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1 handful. Very quickly.  
2 MR. ULLMAN: Go -- go ahead. I'm  
3 done.  
4 Thank you very much, Mr. Orr.  
5 THE WITNESS: Thank you very much,  
6 Mr. Ullman.  
7 Hello, Jennifer -- hello, Ms. Green.  
8 - - -  
9 EXAMINATION (CONTINUED) BY COUNSEL FOR  
10 GENERAL RETIREMENT SYSTEM OF THE CITY OF DETROIT AND  
11 THE POLICE AND FIRE RETIREMENT SYSTEM OF THE  
12 CITY OF DETROIT  
13 - - -  
14 BY MS. GREEN:  
15 Q. Hi, how are you?  
16 A. Just fine.  
17 Q. You began acting as emergency manager  
18 as of March 26th, and Jones Day was hired to  
19 represent the City after you became emergency  
20 manager, correct?  
21 A. The relationship was formalized after  
22 I became emergency manager, yes.



ESQUIRE

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1 Q. Are you saying there was an informal  
2 relationship before then?  
3 A. No. As -- as I said before today,  
4 the -- the question of when the attorney-client  
5 privilege attaches isn't necessarily based upon  
6 just a formalization of a relationship; it's based  
7 upon one of confidence and reposed and -- and a  
8 relationship is accepted. An exact date of that,  
9 I don't know sitting here today from a legal  
10 perspective.  
11 Q. Can you tell me, from your view as  
12 emergency manager, was the firm of Jones Day  
13 acting as legal representation -- giving legal  
14 representation to the City prior to your being  
15 appointed EM on March 26th?  
16 A. I don't -- I don't know.  
17 I -- as I testified earlier today, I  
18 recused myself from that process, so I don't know  
19 when that relationship arose.  
20 Q. Well, let me ask you this: You  
21 worked at Jones Day, and you worked on the pitch  
22 materials, correct?

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1 A. Yes.  
2 Q. And so you were involved with the  
3 process of the pitch and the PowerPoint?  
4 A. Yes; but that was in early -- that  
5 was in late January and early February, sometime  
6 in February, and I think the e-mails have been  
7 discussed in my prior deposition.  
8 I -- I pulled myself out of that  
9 process, it was in early February prior to the  
10 meeting we discussed today. So I don't know what  
11 happened after I recused myself.  
12 Q. I understand that. I understand  
13 that.  
14 But what I'm saying is, the pitch  
15 that occurred, you were not acting as legal  
16 counsel when you did the pitch, right?  
17 A. No, no, we were not --  
18 Q. Okay.  
19 A. -- we were soliciting becoming legal  
20 counsel.  
21 Q. Exactly.  
22 So at least it was some point after

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1 the pitch, correct?  
2 A. Yes.  
3 Q. And similar to that, Jones Day was  
4 never hired by the State of Michigan at any point  
5 for any sort of representation, correct?  
6 MR. SHUMAKER: Object to the form:  
7 Foundation.  
8 THE WITNESS: Yeah, I think I  
9 testified earlier today -- I said earlier today,  
10 I -- I don't know if Jones Day has ever  
11 represented the State of Michigan, but -- but with  
12 regard to this matter, I don't -- I don't know of  
13 Jones Day representing the State of Michigan other  
14 than --  
15 BY MS. GREEN:  
16 Q. Okay.  
17 A. -- through my office.  
18 Q. So in 2011 and in 2012, and prior to  
19 spring of 2013, you have no knowledge of there  
20 being any attorney-client relationship between  
21 Jones Day and the State of Michigan, correct?  
22 A. I have no knowledge.

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1 Q. Okay.  
2 And, certainly, I would assume if you  
3 were preparing pitch materials in a PowerPoint,  
4 where you were pitching Jones Day to the State and  
5 to the City, you would've, I assume, included any  
6 prior representation of the City and the State,  
7 correct?  
8 MR. SHUMAKER: Objection: calls for  
9 speculation.  
10 THE WITNESS: Calls for speculation,  
11 that's what I was going to say.  
12 It -- you know, I -- I don't know.  
13 It would be speculative on my part to say that --  
14 that it may or may not included it. We -- I would  
15 like to think that we -- before the retention, I  
16 would like to think that any law firm would have  
17 run a conflicts check.  
18 I'm not sure whether or not that  
19 would have been included in the pitch material.  
20 BY MS. GREEN:  
21 Q. Well, during the pitch, was there any  
22 point where any of the Jones Day attorneys that

# EXHIBIT 6-N

**Green, Jennifer K.**

---

**From:** Green, Jennifer K.  
**Sent:** Saturday, October 05, 2013 10:47 AM  
**To:** gshumaker@jonesday.com  
**Subject:** Privilege Log Issue  
**Attachments:** 3631\_001.pdf

Greg:

Pursuant to our telephone conversation on October 3, 2013, I am writing to request copies of certain documents where the work product and attorney-client privilege were asserted on the privilege log produced by the City of Detroit. I have received and reviewed the letter dated October 2, 2013 from Thomas Ciantra from Cohen Weiss and Simon, LLP, and I concur in full with the points raised by Mr. Ciantra and hereby request production of the same documents. Furthermore, Mr. Orr's testimony was quite clear yesterday that Jones Day was not acting as legal counsel to the City of Detroit at any time prior to the spring of 2013—regardless of whether it was acting in that capacity at some point after Mr. Orr was appointed on March 26, 2013 but before Jones Day's formal retention on April 23, 2013. At a minimum, Mr. Orr admitted that Jones Day was not representing the City at the time it was in the process of pitching its services to the City. If there was no attorney-client *relationship*, then there is obviously no concomitant attorney-client *privilege*. In addition, there has been no testimony that Jones Day served as legal counsel for the State of Michigan at any time. Yet, there are numerous documents on the privilege log dating as far back as 2005 where the work product and attorney-client privileges were asserted as a basis to withhold documents involving Jones Day attorneys. Since it is undisputed that there was no attorney-client relationship until the spring of 2013 at the earliest, we request the documents identified on the attached privilege log be produced immediately. I marked the documents that fall into this category with a check mark next to them. This is not to say that I am ignoring the other problematic documents that may be objectionable for other reasons (such as documents where no attorney is listed on the document whatsoever or where the document allegedly "reflects" attorney-client communications but has not been produced in an even partially-redacted form). Rather, because there is no dispute regarding the applicability of the privilege during this time frame, I am requesting that these be produced immediately.

Finally, there are numerous documents where Guarov Malholtra and James Doak are listed as attorneys (there is an asterisk next to their name) and the attorney-client privilege is claimed. My understanding from Mr. Malholtra's deposition (page 115, specifically) is that he is not a lawyer. While Mr. Doak does have a law degree, if Mr. Doak was acting in his capacity as a financial advisor for Miller Buckfire and not as an attorney, then those documents are not privileged merely because an individual with a law degree took part in the communication. Please produce all of the documents where this discrepancy appears, as well.

As outlined in Mr. Ciantra's letter, there are hundreds (if not thousands) of documents where there is no attorney listed as either authoring or receiving the document, yet attorney-client privilege is being claimed. If we do not have a satisfactory response by October 7, we will have no choice but to file a motion to compel these records and seek an *in camera* review of the records that you have refused to produce. Please feel free to email or call if you have any questions. I look forward to speaking with you soon. I am hopeful that we can resolve this short of court interference.

Jen

**Jennifer K. Green**

CLARK HILL PLC

500 Woodward Ave | Suite 3500 | Detroit, Michigan 48226  
313.965.8274 (direct) | 313.309.6944 (fax) | 248.321.8525 (cell)  
[igreen@clarkhill.com](mailto:igreen@clarkhill.com) | [www.clarkhill.com](http://www.clarkhill.com)



# EXHIBIT 6-O

# JONES DAY

51 LOUISIANA AVENUE, N.W. • WASHINGTON, D.C. 20001-2113  
TELEPHONE: +1.202.879.3939 • FACSIMILE: +1.202.626.1700

October 7, 2013

## **BY FIRST CLASS MAIL**

Thomas N. Ciantra  
Cohen Weiss and Simon  
330 West 42nd Street  
New York, New York 10036-6979

**Re: City of Detroit**

Dear Mr. Ciantra:

In our letter yesterday, we informed you that we would get you the results of our analysis of the documents you categorized as Exhibit D documents in your letter of October 2, 2013, as soon as possible. This letter provides the results of that analysis.

### **Exhibit D Documents**

Your letter describes these documents as having no source or recipient listed on the privilege log.

The following Exhibit D documents have already been produced:

3417 - DTMI00211376-380	8537 - DTMI00203327-3328
8538 - DTMI00203329-3348	10518 - DTMI00150711-0855
10519 - DTMI00150856-1012	10553 - DTMI00151050-1071
10554 - DTMI00151072-1213	8824 - DTMI00234951-4956

We are preparing the following Exhibit D documents for production, and no longer claim any privilege with respect to these documents.

0094	0484	5371	5372	6131	3401
5317	5372	6984	7225	7505	7680
8008	8534	8535	8648	8650	8699
8700	8895	8954	8955	9443	9733
10500	10509	10510	10523	10524	10526
10527	10545	10546	10563	10564	10566
10567	10598	10599	10600	10612	10613
10614	10625	10626			

The City of Detroit is asserting attorney-client privilege, but not the common interest privilege, with respect to the Exhibit D documents listed in the chart that follows. We have provided additional information when available, as well as identified corrections to the privilege log.

ALKHOBAR • ATLANTA • BEIJING • BOSTON • BRUSSELS • CHICAGO • CLEVELAND • COLUMBUS • DALLAS • DUBAI  
FRANKFURT • HONG KONG • HOUSTON • IRVINE • JEDDAH • LONDON • LOS ANGELES • MADRID • MEXICO CITY  
MILAN • MOSCOW • MUNICH • NEW DELHI • NEW YORK • PARIS • PITTSBURGH • RIYADH  
SINGAPORE • SINGAPORE • SINGAPORE • SINGAPORE • SINGAPORE • SINGAPORE • SINGAPORE • SINGAPORE

<b>PRIV Number</b>	<b>Additional Information/Comments</b>
0450	The privilege log erroneously reflects no date or author for this document. This draft report is dated 05/29/2013, and was authored by Jones Day. Reference to the parent email, PRIV 449, will reflect the lawyers and advisors involved with this document.
0451	The privilege log erroneously reflects no date or author for this document. This draft report is dated 05/29/2013, and was authored by Jones Day. Reference to the parent email, PRIV 449, will reflect the lawyers and advisors involved with this document.
1955	The privilege log erroneously reflects no author for this document. The author is Oliver S. Zeltner, a Jones Day lawyer. Reference to the parent email, PRIV 1953, will reflect the lawyer this document was sent to.
2697	The privilege log erroneously reflects no author for this document. The author is Oliver S. Zeltner, a Jones Day attorney. Reference to the parent email PRIV 2696, will reflect the lawyer this document was sent to.
2698	The privilege log erroneously reflects no author for this document. The author is Oliver S. Zeltner, a Jones Day attorney. Reference to the parent email 2696, will reflect the lawyer this document was sent to.
6139	The privilege log erroneously reflects no author or date for this document. This document is dated 02/07/2013, and was authored by Michael McGee and Richard Warren of Miller Canfield.
6232	The privilege log erroneously reflects no author for this document. This document was authored by Jones Day.
6315	The privilege log erroneously reflects no author for this document. This document was authored by Jones Day.
6390	The privilege log erroneously reflects no author for this document. This draft letter was authored by John Willems of Miller Canfield.
10454	The privilege log erroneously reflects no author or date for this document. The author is Cadwalader, a firm that does not represent the City. However, the document reflects comments by Miller Canfield. The date of the document is 03/02/2013.

With respect to the Exhibit D documents listed in the chart that follows, the City of Detroit is asserting both attorney-client privilege and common interest privilege. Errors in the privilege log as well as additional information about the documents are listed below.

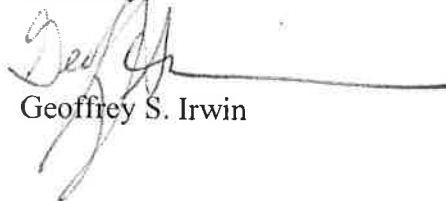
<b>PRIV Number</b>	<b>Additional Information/Comments</b>
0088	The privilege log erroneously reflects no author for this document. This draft presentation was created by Ernst & Young for Jones Day, and was shared with Michigan state officials. Reference to the parent email, PRIV 0087, reflects the attorneys and Michigan state officials involved with this document.
0089	The privilege log erroneously reflects no author for this document. This draft presentation was authored by Jones Day. Reference to the parent email, PRIV 0087, reflects the attorneys and Michigan state officials involved with this document.
0090	The privilege log erroneously reflects no author for this document. This draft presentation was authored by Jones Day, and was shared with Michigan state officials. Reference to the parent email, PRIV 0087, reflects the attorneys and Michigan state officials involved with this document.
3060	The privilege log erroneously reflects no author for this document. This draft report was drafted by Jones Day. Reference to the parent email, PRIV 3058, reflects the attorneys and Michigan state officials involved with this document.
7148	The privilege log erroneously reflects no author, recipient or cc's for this email. The document is an email string among Brom Stibitz, a Michigan state official, Shani Penn, Jeff Ellman*, Laura Bassett* and Michael McGee.* CCs include K. Orr, A. Dillon, T. Saxton, and G. Tedder (the last three are Michigan officials)
8339	The privilege log erroneously reflects no author for this document. The author is Daniel Moss of Jones Day. Although the document is not dated, the parent email, PRIV 8338, reflects a date of 05/09/2013, and also reflects that the original email to which this document was attached was sent to Greg Tedder, a Michigan state official.
8399	The privilege log erroneously reflects no author for this document. The author is Ernst & Young. Reference to the parent email, PRIV 8398, reflects the lawyers and

PRIV Number	Additional Information/Comments
	Michigan state officials, involved with this document.
8431	The privilege log erroneously reflects no author or date for this document. The date is 04/25/2013, and the author is Ernst & Young. Reference to the parent email, PRIV 8429, reflects the lawyers and Michigan officials involved with this document.
8432	The privilege log erroneously reflects this document as undated. It is dated 04/26/2013. Reference to the parent email, PRIV 8429, reflects the lawyers and Michigan officials involved with this document.'
8433	The privilege log erroneously reflects this document as undated. It is dated 04/26/2013. Reference to the parent email, PRIV 8429, reflects the lawyers and Michigan officials involved with this document.

The City of Detroit is still assessing its position with respect to privileges applicable to the following documents: 7571, 8637, 8639, 8785, 8824. We will get back to you shortly on those documents.

In addition, we produced one document, PRIV 4416 – DTMI00209362, that we request you destroy all copies of, pursuant to the terms under which we produced these documents, because it is a privileged document, authored by a Jones Day attorney.

Sincerely,



Geoffrey S. Irwin

# EXHIBIT 6-P

**Green, Jennifer K.**

---

**From:** Geoffrey S Irwin <gsirwin@JonesDay.com>  
**Sent:** Tuesday, October 08, 2013 7:41 PM  
**To:** Green, Jennifer K.  
**Subject:** Fw: In re City of Detroit, Michigan, Case No 13-53846  
**Attachments:** DOC012.PDF

Here is the second letter on the Cohen Weiss requests, with additional documents to follow tomorrow.

We are still working our way through the documents on your list that were not covered by Cohen Weiss. I hope to be able to provide more info on that tomorrow.

Geoff



**Geoffrey S. Irwin • Partner**

Washington Office • 51 Louisiana Ave. NW • Washington, DC 20001-2113  
Direct: 202.879.3768 • Fax: 202.626.1700 • [gsirwin@jonesday.com](mailto:gsirwin@jonesday.com)

----- Forwarded by Geoffrey S Irwin/JonesDay on 10/08/2013 07:39 PM -----

**From:** [sboyce@jonesday.com](mailto:sboyce@jonesday.com)  
**To:** [slevine@lowenstein.com](mailto:slevine@lowenstein.com), [wjung@lowenstein.com](mailto:wjung@lowenstein.com), [pgross@lowenstein.com](mailto:pgross@lowenstein.com), [bceccotti@cwsny.com](mailto:bceccotti@cwsny.com), [pdechiara@cwsny.com](mailto:pdechiara@cwsny.com), [pellis@cwsny.com](mailto:pellis@cwsny.com),  
[lbrimer@strobpc.com](mailto:lbrimer@strobpc.com), [mtaunt@strobpc.com](mailto:mtaunt@strobpc.com), [mfield@strobpc.com](mailto:mfield@strobpc.com), [eerman@ermanteicher.com](mailto:eerman@ermanteicher.com), [czucker@ermanteicher.com](mailto:czucker@ermanteicher.com),  
[bpatek@ermanteicher.com](mailto:bpatek@ermanteicher.com), [rgordon@clarkhill.com](mailto:rgordon@clarkhill.com), [sdeebv@clarkhill.com](mailto:sdeebv@clarkhill.com), [jgreen@clarkhill.com](mailto:jgreen@clarkhill.com), [efeldman@clarkhill.com](mailto:efeldman@clarkhill.com),  
[charlesidelsohnattorney@yahoo.com](mailto:charlesidelsohnattorney@yahoo.com), [gneal@sidley.com](mailto:gneal@sidley.com), [gsirwin@jonesday.com](mailto:gsirwin@jonesday.com), [mlhale@jonesday.com](mailto:mlhale@jonesday.com), [dtmoss@jonesday.com](mailto:dtmoss@jonesday.com),  
**Date:** 10/08/2013 07:16 PM  
**Subject:** In re City of Detroit, Michigan, Case No 13-53846

---

Counsel:

Please see attached.

File(s) will be available for download until **18 October 2013**:

File: [2013.10.08 Ltr. to Counsel re transmittal of document production.pdf](#), 51.92 KB [Fingerprint: ddf258666167de00f48f08f2ea8d8f53]

File: [DTMI008.zip](#), 135,800.43 KB [Fingerprint: 8b537ce83fa7793aba56b1cbad8e3b8a]

You have received attachment link(s) within this email sent via Jones Day's Secure File Transfer (powered by Accellion). To retrieve the attachment(s), please click on the link(s).

By clicking on any of the links above, you agree that the following terms and conditions govern your access and use of this site. You acknowledge and agree that the materials and information made available to you via this site ("Content") may be protected by the attorney-client privilege and/or the attorney work-product doctrine and

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<http://www.accellion.com>.

[Accellion File Transfer](#)

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This e-mail (including any attachments) may contain information that is private, confidential, or protected by attorney-client or other privilege. If you received this e-mail in error, please delete it from your system without copying it and notify sender by reply e-mail, so that our records can be corrected.

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# JONES DAY

51 LOUISIANA AVENUE, N.W. • WASHINGTON, D.C. 20001.2113  
TELEPHONE: +1.202.879.3939 • FACSIMILE: +1.202.626.1700

October 8, 2013

## *Via Electronic Mail*

Sharon L. Levine  
Wojciech F. Jung  
Philip J. Gross  
LOWENSTEIN SANDLER LLP  
65 Livingston Avenue  
Roseland, New Jersey 07068  
Tel.: (973) 597-2500  
Fax: (973) 597-2400  
E-mail: [slevine@lowenstein.com](mailto:slevine@lowenstein.com)  
E-mail: [wjung@lowenstein.com](mailto:wjung@lowenstein.com)  
E-mail: [pgross@lowenstein.com](mailto:pgross@lowenstein.com)

Lynn M. Brimer  
Meredith E. Taunt  
Mallory A. Field  
STROBL & SHARP, P.C.  
300 East Long Lake Road, Suite 200  
Bloomfield Hills, MI 48304-2376  
Tel.: (248) 540-2300  
Fax: (248) 645-2690  
E-mail: [lbrimer@stroblpc.com](mailto:lbrimer@stroblpc.com)

Robert D. Gordon  
Shannon L. Deeby  
Jennifer K. Green  
Evan J. Feldman  
CLARK HILL PLC  
151 South Old Woodward Avenue  
Suite 200  
Birmingham, Michigan 48009  
Tel.: (248) 988-5882  
Fax: (248) 988-2502  
E-mail: [rgordon@clarkhill.com](mailto:rgordon@clarkhill.com)

Charles Bruce Idelsohn  
P.O. Box 856  
Detroit, MI 48231  
Tel.: (586) 450-0128  
Fax: (248) 827-4106  
E-mail: [charlesidelsohnattorney@yahoo.com](mailto:charlesidelsohnattorney@yahoo.com)

Earle I. Eрман  
Craig E. Zucker  
Barbara A. Patek  
ERMAN, TEICHER, MILLER, ZUCKER  
& FREEDMAN, P.C.  
400 Galleria Officentre  
Suite 444  
Southfield, MI 48034  
Tel.: (248) 827-4100  
Fax: (248) 827-4106  
E-mail: [bpatek@ermanteicher.com](mailto:bpatek@ermanteicher.com)

Babette A. Ceccotti  
Peter D. DeChiara  
ATTN: Peter Ellis  
COHEN, WEISS AND SIMON LLP  
330 West 42nd Street  
25<sup>th</sup> Floor  
New York, New York 10036-6976  
Tel.: (212) 563-4100  
Fax: 212-695-5436  
E-mail: [bceccotti@cwsny.com](mailto:bceccotti@cwsny.com)  
E-mail: [pdechiera@cwsny.com](mailto:pdechiera@cwsny.com)

Anthony B. Ullman  
DENTONS  
221 Avenue of the Americas  
New York, NY 10020-1089  
United States  
Tel.: (212) 768 6700  
Fax: (212) 768 6800  
E-mail: [anthony.ullman@dentons.com](mailto:anthony.ullman@dentons.com)

October 8, 2013  
Page 2

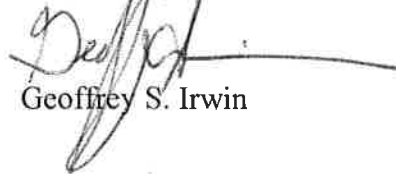
**Re:** *In re: City of Detroit, Michigan*, Case No. 13-53846  
(E.D. Mich. Bankr.)

Counsel:

Enclosed please find the October 8, 2013 supplemental production of documents by the City of Detroit (the "City") in response to your August 23, 2013 requests for the production of documents. The inadvertent production of any documents protected by the work product doctrine, common interest doctrine, the attorney-client privilege or any other applicable privilege shall not be deemed a waiver or impairment of any claim of privilege, immunity or other rights the City might assert.

The City reserves the right to supplement its production as necessary.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Geoffrey S. Irwin", with a long horizontal flourish extending to the right.

Geoffrey S. Irwin

# EXHIBIT 6-Q

**Green, Jennifer K.**

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**From:** Green, Jennifer K.  
**Sent:** Saturday, October 12, 2013 11:40 PM  
**To:** gshumaker@jonesday.com  
**Cc:** Deeby, Shannon L.; Gallagher, Sean P.  
**Subject:** Production Issue

Greg:

Apologies for reaching out to you over the weekend, but given the schedule over the next few weeks, I did not want to wait until Monday to raise this issue and waste another day. Upon review of the documents produced last Tuesday, we noticed that there are certain emails where the attachments were not produced. I assume this was merely an oversight. For example, in one email (Bates numbered DTMI00233349), there are numerous memos listed, including (i) "a summary and comparison of PA 4 and Chapter 9," (ii) "Memoranda on Constitutional Protections for Pension and OPEB Liabilities," and (iii) "Analysis of Filing requirements of section 109(c)(5) of Bankruptcy Code ("Negotiation is Impracticable" and "Negotiated in Good Faith"). Can you please provide copies of these memos to us ASAP? Thanks. See you next week.

Jen

**Jennifer K. Green**

CLARK HILL PLC  
500 Woodward Ave | Suite 3500 | Detroit, Michigan 48226  
313.965.8274 (direct) | 313.309.6944 (fax) | 248.321.8525 (cell)  
[jgreen@clarkhill.com](mailto:jgreen@clarkhill.com) | [www.clarkhill.com](http://www.clarkhill.com)

# EXHIBIT 6-R

**Deeby, Shannon L.**

---

**From:** Geoffrey S Irwin <gsirwin@JonesDay.com>  
**Sent:** Tuesday, October 15, 2013 10:49 PM  
**Cc:** slevine@lowenstein.com; wjung@lowenstein.com; pgross@lowenstein.com; bceccotti@cwsny.com; pdechiara@cwsny.com; anthony.ullman@dentons.com; lbrimer@strobipc.com; mtaunt@strobipc.com; mfield@strobipc.com; eerman@ermanteicher.com; czucker@ermanteicher.com; bpatek@ermanteicher.com; Gordon, Robert D.; Deeby, Shannon L.; Green, Jennifer K.; Feldman, Evan J.; charlesidelsohnattorney@yahoo.com; Gregory Shumaker  
**Subject:** City of Detroit

Ms. Green:

I am in receipt of your email on Saturday night to Greg Shumaker regarding privilege claims. As to your general question regarding the production of attachments, each document in the review is analyzed as a stand-alone document for privilege purposes, unless there are circumstances in the cover email or attachment which would make the attachment privileged or work product in the context of the entire collection of documents (for example, the cover email reflects that the markings on the attachment are from an attorney; or the cover email is forwarding a set of documents and requesting attorney advice with respect to those documents). Each document on the privilege log, whether a parent email or an attachment, is designated with its own number, and when counsel sends us a request to produce a document on the privilege log with reference to a specific number, we analyze that document alone, not that document and all the attachments. Of course, the log also reflects if the document is a parent or attachment, to aid you in determining the relationship between the documents. The bottom line is that we did not analyze the privileged status of the documents that you did not request that we analyze, whether they were parents or attachments. Another reason we proceed in this way is that if we assume you are challenging the privileged status of all of the attachments to a document, it increases the time it takes to respond to your request, perhaps needlessly, if you have no intention of challenging the privileged status of the attachment.

The example you provided is a case in point (DTMI002333348-3349). This document has eight attachments. Based on your request that we produce those attachments, we have gone back and reviewed the status of the attachments. The attachments to this email, and the email itself, are all privileged. To the extent any of this email and any of its attachments have previously been inadvertently produced, we request that you return or destroy them pursuant to the reservation of rights regarding the inadvertent production of any documents protected by the work product doctrine, common interest doctrine, the attorney-client privilege or any other applicable privilege.

We will address the status of each of the parent email, as well as each attachment, as they are described at the bottom of the parent email:

(1) Email dated 06/05/2012 from Thomas A. Wilson to Heather Lennox; cc to Corinne Ball, and Jeffrey Ellman. This email appears as PRIV 9731 on our first privilege log, and 2677 on our second privilege log, and the attorney-client privilege is claimed for this document. After further investigation, we believe that this document is shielded from production by the work product doctrine. The document was inadvertently produced at DTMI002333348, and we request its return or destruction.

(2) Document listed as "NYI\_4399007\_4\_Detroit\_Memo Re Public Act 4 and Chapter 9.DOCX." This

document was listed on our first privilege log as PRIV 5621, and on our second privilege log as PRIV 2678. Both the attorney-client and work product doctrine were claimed with respect to this document. After further investigation, we believe that this document is shielded from production by the work product doctrine. The document has not been produced.

(3) Document \_1933683\_13\_Detroit - Memorandum Analyzing Various Aspects of Proposed DWSD Transaction.DOCX." This document was listed on our first privilege log as PRIV 1199, PRIV 9732, PRIV 1204, and PRIV 9681, and on our second privilege log as PRIV 2618. The attorney-client privilege was claimed, as well as the common legal interest doctrine. After further investigation, we believe that this document is shielded from production by the work product doctrine. It was inadvertently produced at DTMI00233350-3404, and we request its return or destruction.

(4) Document listed as "CLI\_1934731\_6\_Detroit - Cover Memo for DWSD Transaction Memo.DOCX." This document was listed on our first privilege log as PRIV 1201, PRIV 1205, PRIV 5625, and on our second privilege log as PRIV 2680. Both attorney-client privilege and the work product doctrine were claimed for this document. After further investigation, we believe that this document is shielded from production by the work product doctrine. It has not been produced.

(5) Document listed as "ATI\_2484061\_2\_City of Detroit - Memo on Michigan Constitutional OPEB Protections.DOC." This document was listed on our first privilege log as PRIV 5708 and on our second privilege log as PRIV 0077, and PRIV 2681, and attorney-client privilege was claimed. After further investigation, we believe that this document is shielded from production by the work product doctrine. It has not been produced.

(6) Document listed as ATI\_2483523\_2\_City of Detroit - Memo on Michigan Constitutional Pension Plan Protections.DOC." This document was listed on our first privilege log as PRIV 5709 and PRIV 5627, and on our second privilege log as PRIV 0076 and PRIV 2682. Both attorney-client privilege and the work product doctrine were claimed. After further investigation, we believe that this document is shielded from production by the work product doctrine. It has not been produced.

(7) Document listed as "CLI\_1933048\_2\_Detroit - Establishing Tri County Authority.DOCX." This document was listed on our first privilege log as PRIV 0482, PRIV 0563, and PRIV 0628 and on our second privilege log as PRIV 2683, PRIV 2619 and PRIV 0139. Claims of both attorney-client privilege and the work product doctrine were claimed. After further investigation, we believe that this document is shielded from production by the work product doctrine. It has not been produced.

(8) Document "Detroit - Seidman Email Memos.pdf." This document was listed on our first privilege log as PRIV 9733, PRIV 5630, PRIV 0399, and on our second privilege log as PRIV 2685. The attorney-client privilege was claimed. On further investigation, we believe that this document is shielded from production by the work product doctrine. It was inadvertently produced at DTMI00233405-3406, DTMI100233441-3442, and DTMI00234872-4873, and we request its return or destruction.

(9) Document "Ability of Various Entities to Enter into Interlocal Agreement.pdf." This document was listed on our first privilege log as PRIV 0564, and PRIV 5629, and on our second privilege log as PRIV 2620 and PRIV 2684. Both the attorney-client privilege and the work product doctrine, as well as the common interest doctrine were claimed. On further investigation, we believe that this document is shielded from production by the work product doctrine. It has not been produced.

Thank you.

Geoff Irwin



**Geoffrey S. Irwin • Partner**

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Washington Office • 51 Louisiana Ave. NW • Washington, DC 20001-2113  
**Direct:** 202.879.3768 • **Fax:** 202.626.1700 • [gsirwin@jonesday.com](mailto:gsirwin@jonesday.com)

=====  
This e-mail (including any attachments) may contain information that is private, confidential, or protected by attorney-client or other privilege. If you received this e-mail in error, please delete it from your system without copying it and notify sender by reply e-mail, so that our records can be corrected.  
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